

PLEASE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

**May 06 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # M36860 (8)
1. Corporation Name MGCP, INC.

Principal Place of Business: C/O H. LELAND TAYLOR, 1000 BRICKELL AVENUE, SUITE 300, MIAMI, FL 33131
Mailing Address: C/O H. LELAND TAYLOR, 1000 BRICKELL AVENUE, SUITE 300, MIAMI, FL 33131

3. Date Incorporated or Qualified: 08/14/1986
3a. Date of Last Report: 02/03/1996
4. FEI Number: 59-2702958
Applied For: Not Applicable
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21, 22, 23, 24
2a. Mailing Address: 25, 26, 27, 28, 29, 30

9. Name and Address of Current Registered Agent: TAYLOR, H. LELAND, 1000 BRICKELL AVENUE, SUITE 300, MIAMI, FL 33131

10. Name and Address of New Registered Agent: 81 Name, 82 Street Address (P.O. Box Number is Not Acceptable), 83, 84 City, FL 88 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: Signature, typed or printed name of registered agent and fee if applicable (NOTE: Registered Agent signature required when reorganizing) DATE

12. OFFICERS AND DIRECTORS

TITLE	V	<input type="checkbox"/> DELETE
NAME	TAYLOR, H. LELAND	
STREET ADDRESS	1000 BRICKELL AVE # 300	
CITY-ST-ZIP	MIAMI, FL	
TITLE	DST	<input type="checkbox"/> DELETE
NAME	DAVIS, BILL G.	
STREET ADDRESS	1000 BRICKELL AVE # 300	
CITY-ST-ZIP	MIAMI, FL	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	MORRIS, W. ALLEN	
STREET ADDRESS	1000 BRICKELL AVE # 1200	
CITY-ST-ZIP	MIAMI, FL	
TITLE	DC	<input type="checkbox"/> DELETE
NAME	MORRIS, L. ALLEN	
STREET ADDRESS	1000 BRICKELL AVE # 1200	
CITY-ST-ZIP	MIAMI, FL	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	500002172675
6.3 STREET ADDRESS	-05/09/97--01024--013
6.4 CITY-ST-ZIP	***165.00

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed or an attachment with an address.

SIGNATURE: *Bill G. Davis*
SIGNATURE AND TYPED OR PRINTED NAME OF BORING OFFICER OR DIRECTOR

4-25-97